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MICHAEL L. SCHLER

December 1, 1995

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Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Indenture Supplement, a "secondary document", dated as of November 20, 1995. The primary document to which this is related is the Memorandum of Indenture and Security Agreement dated as of June 20, 1995, recorded with you under recordation number 19497.

The names and addresses of the parties to the primary document are as follows:

DEBTOR, MORTGAGOR: First Security Bank of Utah,
National Association, as trustee for
Norlease, Inc.
79 South Main Street
Salt Lake City, Utah 84111

SECURED PARTY,
MORTGAGEE; Harris Trust and Savings Bank
311 West Monroe
Chicago, Illinois 60606

Counterparts - 9/11/95

RECORDED
INDEXED
DEC 1 1995

LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.


The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Indenture Supplement dated as of November 20, 1995, among First Security Bank of Utah, N.A. (as trustee for Norlease, Inc.), as debtor and mortgagor, Harris Trust and Savings Bank, as secured party and mortgagee, and Union Pacific Railroad Company, as lessee, covering 123 covered hopper cars.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

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MEMORANDUM OF INDENTURE SUPPLEMENT dated as of November 20, 1995, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with Norlease, Inc. (hereinafter, in such capacity, called the **Mortgagor**), UNION PACIFIC RAILROAD COMPANY Company (hereinafter called the **Lessee**) and HARRIS TRUST AND SAVINGS BANK, as indenture trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Mortgagee**).

WHEREAS the Mortgagor and the Mortgagee have entered into that certain Indenture and Security Agreement dated as of June 20, 1995, and a supplement thereto, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment and related property described in said Indenture and Security Agreement and said supplement;

WHEREAS a Memorandum of Indenture and Security Agreement dated as of June 20, 1995, covering the railroad equipment covered by said supplement and described in Schedule A to said memorandum has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19497;

WHEREAS the Mortgagor, the Lessee and the Mortgagee are entering into that certain Lease and Indenture Supplement No. 3, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment described in Schedule A hereto and bearing the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates shown in said Schedule A.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the aforesaid property in favor of the Mortgagee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as
trustee, as aforesaid

by Nancy M. Daulton
ASSISTANT VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY

by John D. Daise
Assistant Treasurer

HARRIS TRUST AND SAVING BANK

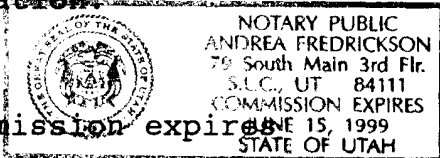
by Alfred
Assistant Vice President

STATE OF UTAH)

COUNTY OF SALT LAKE)

SS.:

On this 27th day of November, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Andrea Fredrickson
Notary Public

My commission expires

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF LEHIGH)

SS.:

On this 28th day of November, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

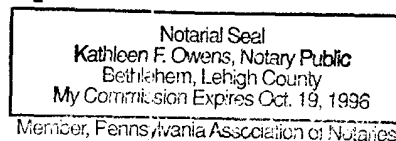
Kathleen F. Owens
Notary Public

My commission expires

STATE OF ILLINOIS)

COUNTY OF COOK)

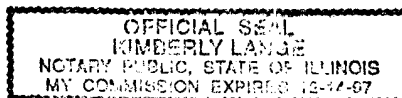
SS.:



On this 30th day of November, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Kimberly Lange
Notary Public

My commission expires



SCHEDULE A
(Norlease, Inc.)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
123	110-ton covered hopper cars	UP	89852, 89858, 89880, 89890, 89894, 89907, 89943, 89950, 89952, 89953, 89960, 89965--89971, 89977--89979, 89988, 90000, 90003, 90009, 90011--90014, 90028--90030, 90038--90045, 90049--90051, 90059--90063, 90075, 90080--90083, 90085--90154

SCHEDULE A
(Norlease, Inc.)

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123	110-ton covered hopper cars	UP	89852, 89858, 89880, 89890, 89894, 89907, 89943, 89950, 89952, 89953, 89960, 89965--89971, 89977--89979, 89988, 90000, 90003, 90009, 90011--90014, 90028--90030, 90038--90045, 90049--90051, 90059--90063, 90075, 90080--90083, 90085--90154